



# Union Tank Car Company

225 West Washington Street  
Chicago, Illinois 60606  
312/372-9500

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RECORDATION NO. 6372 V  
FILED 1425

6372 21  
RECORDATION NO. 6372 21  
FILED 1425

December 4, 1990

DEC 7 1990 -2 25 PM

DEC 7 1990 -2 25 PM  
INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

0-341A042

Secretary  
Interstate Commerce Commission  
12th St. & Constitution Ave., N.W., Room 2215  
Washington, DC 20423

Re: Equipment Trust Agreement (Series 8)  
Recordation No. 6372

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Twelfth Supplemental Equipment Trust Agreement, dated July 31, 1990, between Union Tank Car Company and Citibank, N.A., as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen  
Senior Attorney

PJA/jf  
UTC8a  
Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423

12/11/90

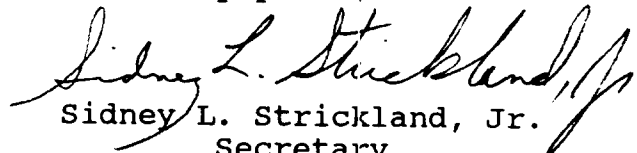
OFFICE OF THE SECRETARY

Patrick J. Allen  
Union Tank Car Company  
225 West Washington Street  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/7/90 at 2:35pm, and assigned recordation number(s). 6372-U & 6372-V

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

STATE OF ILLINOIS)  
COUNTY OF COOK )

RECORDATION NO.

637221

FILED DATES

DEC 7 1990 -2 35 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Twelfth Supplemental Trust Agreement, dated as of July 31, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 4th day of December, 1990.

  
Notary Public

utc8a



637221  
RECORDATION NO. \_\_\_\_\_ FILED 1990  
DEC 7 1990 -2 05 PM  
INTERSTATE COMMERCE COMMISSION

TWELFTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 8)

THIS TWELFTH SUPPLEMENTAL TRUST AGREEMENT dated as of July 31, 1990, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Citibank, N.A., as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated October 1, 1971, providing for the issue of its Equipment Certificates (Series 8) in aggregate principal amount of \$25,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.


3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: \_\_\_\_\_

  
R. C. Gluth,  
Executive Vice President

Attest:



Robert W. Webb, Secretary

CITIBANK, N.A.

By: \_\_\_\_\_

  
Assistant Vice President

Attest:



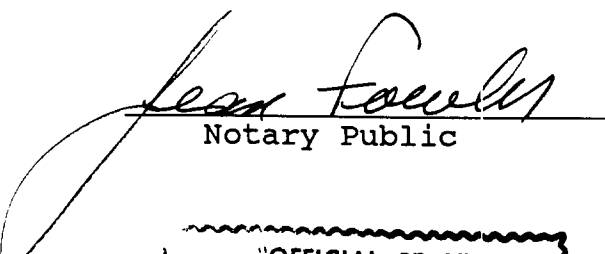
Trust Officer

RAM J. COTE

UTC2044-8

STATE OF ILLINOIS     )  
                              )   ss  
COUNTY OF COOK        )

On July 31, 1990, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

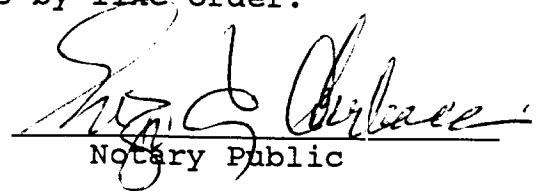
  
Notary Public

My Commission Expires:  
\_\_\_\_\_

"OFFICIAL SEAL"  
JEAN FOWLER  
Notary Public, State of Illinois  
My Commission Expires June 6, 1994

STATE OF NEW YORK     )  
                              )   ss  
COUNTY OF NEW YORK    )

On this 27th day of November, 1990, before me personally came S.D. MINEO, to me known, who, being by me duly sworn, did depose and say that he is Assistant Vice President of Citibank, N.A., one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

  
Notary Public

My Commission Expires:  
\_\_\_\_\_

NOTARY PUBLIC  
Notary Public, State of New York  
Exp. 12-31-1992  
Qualified in Hamilton County  
Certificate Filed in New York County  
Term Expires March 31, 1992

UTC2044-8

## UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

PAGE 1

## RAILCAR SUBSTITUTIONS (SCHEDULE A)

R 8 SERIES 8

10/25/90

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN	WRECKED/ USE RETIRED		
ULLX 42453	TMI	12,200	GAL	1	1	01	81	\$ 78,748	\$ 40,358
ULLX 42454	TMI	12,200	GAL	1	1	01	81	78,749	40,359
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NUMBER OF CARS		2							\$ 157,497 \$ 80,717

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
 WRECKED/RETIRED CARS (SCHEDULE B)  
 R R SERIES B 07/31/96

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CU CTY	-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE	SUBSTI- TUTION VALUE *		
					IN USE	WRECKED/ RETIRED					
R 374156	LUC	3,800	CUFT	3	2	10/70	12/89	\$ 25,481	*	319	\$ 15,000
R 374157	LUC	3,800	CUFT	3	2	10/70	12/89	25,481		319	15,000
R 374158	LUC	3,800	CUFT	3	2	10/70	12/89	25,481		319	15,000
R 374159	LUC	3,800	CUFT	3	2	10/70	12/89	25,481		319	15,000
CLX 38086	TR	17,300	GAL	1	1	10/70	12/89	19,106		239	9,568
CLX 48095	TR	20,000	GAL	1	1	10/70	09/89	14,998		187	2,605
CLX 48706	TR	20,000	GAL	1	1	10/70	11/89	14,178		177	2,374
CLX 73964	TR	13,400	GAL	2	2	10/70	03/90	20,369		255	2,100
CLX 74023	TR	8,000	GAL	1	1	10/70	09/89	15,138		202	1,515
CLX 74652	TR	26,000	GAL	1	1	10/70	03/90	26,198		327	1,308
CLX 80301	LUC	3,000	CUFT	1	1	10/70	12/89	20,680		258	1,041
-----											-----
NUMBER OF CARS		11						\$ 233,591	*	2,921	\$ 80,511

\*Scrap or sale value